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By Fax and ECF

July 14, 2014

Honorable Naomi Reice Buchwald
Daniel Patrick Moynihan United States Courthouse
500 Pearl Street
New York, New York 10007-1312

Re: *In re Intercept Pharmaceuticals, Inc. Securities Litigation*, 14 Civ. 1123

Dear Judge Buchwald,

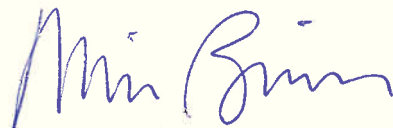
We represent defendants Intercept Pharmaceuticals, Inc., Mark Pruzanski, and David Shapiro (collectively, "Defendants") in the above-referenced action.

On May 27, 2014, the Court so-ordered a joint stipulation submitted by the parties that set forth a briefing schedule for a motion to dismiss. Accordingly, Defendants intend to file a motion to dismiss and supporting memorandum of law on August 14, 2014.¹ In light of the schedule set forth in the stipulation, we understand that the Court waived the requirement for Defendants to submit a pre-motion conference letter, pursuant to Individual Rule 2.B, prior to filing a motion to dismiss.

However, should the Court prefer, Defendants will submit a letter pursuant to Rule 2.B on August 14, 2014, requesting a pre-motion conference.

We appreciate the Court's attention to this matter.

Respectfully submitted,



Michael G. Bongiorno

CC: David A. Rosenfeld; Jeremy A. Lieberman

¹ As set forth in the stipulation, Defendants have 45 days to respond to the amended complaint, plus an additional 3 days for electronic service pursuant to Federal Rule of Civil Procedure 6(d). Lead Plaintiff filed an amended complaint on June 27, 2014, and Defendants' motion to dismiss is therefore due on August 14, 2014.